

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re:	:	Chapter 11
	:	
LCI HOLDING COMPANY, INC., <u>et al.</u> ,	:	Case No. 12-13319 (KG)
	:	
Debtors. <sup>1</sup>	:	Jointly Administered
	:	
	:	
	X	

**JOINT COUNTER DESIGNATION OF RECORD BY THE DEBTORS, THE STEERING COMMITTEE AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Pursuant to rule 8006 of the Federal Rules of Bankruptcy Procedure and rule 8006-1(a) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, the above-captioned debtors and debtors in possession (the “Debtors”), the Steering Committee,<sup>2</sup> and the Official Committee of Unsecured Creditors designate the following items to be included in the record on appeal:

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: LCI Holding Company, Inc. (7662), Boise Intensive Care Hospital, Inc. (2686), CareRehab Services, L.L.C. (2279), Crescent City Hospitals, L.L.C. (2012), LCI Healthcare Holdings, Inc. (3557), LCI Holdco, LLC (3233), LCI Intermediate Holdco, Inc. (7709), LifeCare Ambulatory Surgery Center, Inc. (N/A), LifeCare Holding Company of Texas, LLC (9174), LifeCare Holdings, Inc. (2090), LifeCare Hospital at Tenaya, LLC (8443), LifeCare Hospitals, LLC (9674), LifeCare Hospitals of Chester County, Inc. (6062), LifeCare Hospitals of Dayton, Inc. (2086), LifeCare Hospitals of Fort Worth, L.P. (5272), LifeCare Hospitals of Mechanicsburg, LLC (5957), LifeCare Hospitals of Milwaukee, Inc. (4291), LifeCare Hospitals of New Orleans, L.L.C. (4151), LifeCare Hospitals of North Carolina, L.L.C. (1857), LifeCare Hospitals of North Texas, L.P. (2743), LifeCare Hospitals of Northern Nevada, Inc. (0990), LifeCare Hospitals of Pittsburgh, LLC (9672), LifeCare Hospitals of San Antonio, LLC (6312), LifeCare Hospitals of Sarasota, LLC (7045), LifeCare Hospitals of South Texas, Inc. (5457), LifeCare Investments, L.L.C. (5041), LifeCare Investments 2, LLC (4598), LifeCare Management Services, L.L.C. (4309), LifeCare REIT 1, Inc. (3708), LifeCare REIT 2, Inc. (2075), LifeCare Specialty Hospital of North Louisiana, LLC (2585), NextCARE Specialty Hospital of Denver, Inc. (8584), NextCARE Hospitals/Muskegon, Inc. (1802), Pittsburgh Specialty Hospital, LLC (6725) and San Antonio Specialty Hospital, Ltd. (5386). The address of the Company’s corporate headquarters is 5340 Legacy Drive, Building 4 – Suite 150, Plano, TX 75024.

<sup>2</sup> The Steering Committee files this joint counter designation in their capacity as (i) lenders (the “Lenders”) under (a) that certain credit agreement dated as of February 1, 2011 by and among LifeCare Holdings, Inc., LCI Holdco, LLC, JPMorgan Chase Bank, N.A., as Administrative Agent and Collateral Agent and the Lenders  
(cont’d)

1. Docket No. 12 - Debtors' Motion Under 11 U.S.C. §§ 105, 361, 362, 363(c), 363(m), 364(e) and 507 and Fed. R. Bankr. P. 2002 and 4001 for (A) an Interim Order (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Lenders, (III) Scheduling A Hearing for the Approval of Postpetition Financing Pursuant to Fed. R. Bankr. P. 4001(b) and 4001(c), and (IV) Granting Related Relief and (B) A Final Order (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Lenders, and (III) Authorizing the Debtors to Obtain Postpetition Financing
2. Docket No. 13 - Declaration of Phillip B. Douglas in Support of Chapter 11 Petitions and First Day Pleadings
3. Docket No. 67 - Interim Order Under 11 U.S.C. §§ 105, 361, 362, 363(c), 363(m), 364(e) and 507 and Bankruptcy Rules 2002 and 4001 (I) Authorizing the Debtor to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Lenders, (III) Scheduling a Hearing for the Approval of Postpetition Financing and (IV) Granting Related Relief
4. Docket No. 89 - Transcript of hearing held on December 13, 2012
5. Docket No. 149 - Agreed Order Relating to Interim Order Under 11 U.S.C. §§ 105, 361, 362, 363(C), 363(M), 364(E) and 507 and Bankruptcy Rules 2002 and 4001 (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Lenders, (III) Scheduling a Hearing for the Approval of Postpetition Financing Pursuant to Fed. R. Bankr. P. 4001(B) and 4001(C), and (IV) Granting Related Relief
6. Docket No. 278 - Declaration of Neil A. Augustine in Support of Debtor's Motions for Orders (I) (A) Authorizing the Debtors to Use Cash Collateral, (B) Granting Adequate Protection to Prepetition Secured Lenders, and (C) Authorizing the Debtors to Obtain Postpetition Financing and (II) (A) Establishing Bidding Procedures Relating to the Sale of Substantially all of the Debtors' Assets; (B) Approving Expense Reimbursement; (C) Establishing Procedures Relating to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, Including Notice of Proposed Cure Amounts; (D) Approving Form and Manner of Notice of All Procedures, Protections, Schedules and Agreements, and (E) Scheduling a Hearing to Consider the Proposed Sale

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party thereto, and (b) the postpetition secured term loan facility (as approved by this Court on January 23, 2013 [Docket No. 291]) and (ii) owners of Hospital Acquisition LLC, the approved purchaser of certain of the Debtors [Docket No. 617].

7. Docket No. 279 - Debtors' Omnibus Reply to Objections to Entry of (I) Final Orders Authorizing the Debtors to Obtain Postpetition Financing and Use Cash Collateral and (II) Order Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets
8. Docket No. 291 - Final Order Under 11 U.S.C. §§ 105, 361, 363(c), 363(m), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), 364(e) and 507 and Bankruptcy Rules 2002, 4001 and 9014 (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral and (III) Granting Adequate Protection to Prepetition Secured Lenders
9. Docket No. 294 – Transcript of hearing held on January 23, 2013

Dated: Wilmington, Delaware  
May 15, 2013

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